

SEP 24 1975 - 2 20 PM

INTERSTATE COMMERCE COMMISSION  
AMENDMENT AGREEMENT, dated as of

September 15, 1975, among PULLMAN INCORPORATED (Pullman-Standard division) (hereinafter called the Builder), UNITED STATES TRUST COMPANY OF NEW YORK (hereinafter called the Owner-Trustee), as Trustee under a Trust Agreement dated as of August 1, 1975, with General Electric Credit Corporation, NORFOLK AND WESTERN RAILWAY COMPANY (hereinafter called the Guarantor), and MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as agent (hereinafter called the Vendor).

WHEREAS the Builder, the Owner-Trustee and the Guarantor have entered into a Conditional Sale Agreement dated as of August 1, 1975 (hereinafter called the Conditional Sale Agreement);

WHEREAS the Conditional Sale Agreement was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on August 7, 1975, at 2:30 p.m., and was assigned recordation number 8021;

WHEREAS the Conditional Sale Agreement has been assigned by the Builder to the Vendor pursuant to an Agreement and Assignment dated as of August 1, 1975 (hereinafter called the Assignment);

WHEREAS the Assignment was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on September 8, 1975, at 3:55 p.m., and was assigned recordation number 8021-B; and

WHEREAS the parties hereto now desire to amend the Conditional Sale Agreement.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

1. Annex B to the Conditional Sale Agreement is hereby amended to include 86 50'6" 70-ton capacity general service box cars numbered 15590 through 15675.

2. Except as hereby amended, the Conditional Sale Agreement shall remain in full force and effect.

3. The Assignment is hereby amended to permit the aforesaid amendment to the Conditional Sale Agreement as though originally set forth therein.

4. The Owner-Trustee will promptly cause this Amendment Agreement to be filed and recorded in accordance with the provisions of Article 19 of the Conditional Sale Agreement.

5. This Amendment Agreement may be executed in several counterparts, such counterparts together constituting

but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

PULLMAN INCORPORATED  
(Pullman-Standard division),

by

Thomas E. Glaser  
Vice President

[Corporate Seal]

Attest:

William O. O'Brien  
Assistant Secretary

UNITED STATES TRUST COMPANY OF  
NEW YORK, as trustee,

by

Malcolm Phil  
Vice President

[Corporate Seal]

Attest:

Gene R. Scocca  
Assistant Secretary

NORFOLK AND WESTERN RAILWAY COMPANY,

by

Paul B. Clayton  
EXECUTIVE Vice President

[Corporate Seal]

Attest:

Joseph Pakush  
Assistant Secretary

MERCANTILE-SAFE DEPOSIT AND  
TRUST COMPANY, as Agent,

by

James H. Clark  
Assistant Vice President

[Corporate Seal]

Attest:

[Signature]  
Corporate Trust Officer

STATE OF ILLINOIS, )  
 ) ss.:  
COUNTY OF COOK, )

On this 19<sup>th</sup> day of September 1975, before me personally appeared Thomas R. Blaser, to me personally known, who being by me duly sworn, says that he is Vice President of Pullman Incorporated (Pullman-Standard division), that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Willis L. Gunk  
Notary Public

My commission expires May 7, 1978

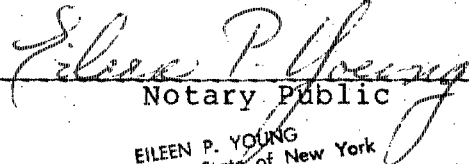
[Notarial Seal]

STATE OF NEW YORK, )  
 ) ss.:  
COUNTY OF NEW YORK, )

On this 23<sup>rd</sup> day of September 1975, before me personally appeared **MALCOLM J. HOOD**, to me personally known, who being by me duly sworn, says that he is

VICE PRESIDENT of United States Trust Company of New York, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its By-laws, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

  
Notary Public  
EILEEN P. YOUNG  
Notary Public, State of New York  
No. 41-4604136  
Qualified in Queens County  
Certificate filed in New York County  
Commission Expires March 30, 1976

COMMONWEALTH OF VIRGINIA, )  
 ) ss.:  
CITY OF ROANOKE, )

On this *12th* day of *September* 1975, before me personally appeared *Robert B. Claster*, to me personally known, who being by me duly sworn, says that he is *Executive Vice President* of Norfolk and Western Railway Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

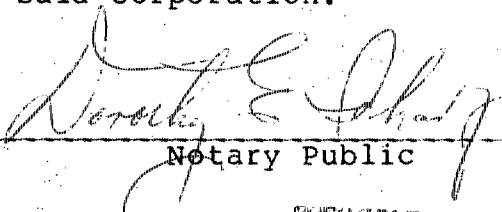
*Judy A. DeLaune*  
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Notary Public

[Notarial Seal]

My Commission expires *April 5, 1977*

STATE OF MARYLAND, )  
 ) ss.:  
CITY OF BALTIMORE, )

On this 14th day of September, 1975, before me personally appeared James H. Clark, to me personally known, who being by me duly sworn, says that he is an Assistant Vice President of Mercantile-Safe Deposit and Trust Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

[Notarial Seal]

My Commission expires 7-1-78

JOSEPH E. ROBERT  
NOTARY PUBLIC  
My Commission Expires July 1, 1978